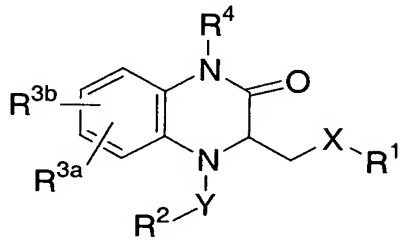
WHAT IS CLAIMED IS:

1. A compound of formula I



I

and pharmaceutically acceptable salts thereof,

wherein

X is selected from

(1) $-(CH_2)_mC(O)NR^b-$,
(2) $-(CH_2)_mNR^bC(O)-$,
(3) $-(CH_2)_mC(O)O-$,
(4) $-(CH_2)_mS(O)_m-$,
(5) $-(CH_2)_mO-$,
(6) $-(CH_2)_mNR^b-$,
(7) $-C(O)-$,
(8) HC=CH, and
(9) $-(CH_2)_m-$;

Y is selected from

(1) $-C(O)-$,
(2) $-C(O)O-$,
(3) $-SO_2-$ and,
(4) $-CH_2-$;

R^1 is $(CH_2)_n$-phenyl substituted with a group selected from 1-imidazolyl, 2-imidazolyl, 4,5-dihydro-2-imidazolyl, and 1,2,4-triazol-4-yl; wherein the imidazolyl, dihydroimidazolyl, and triazolyl rings are each optionally substituted with 1 or 2 C_{1-4}alkyl groups;

R^2 is selected from:

(1) C_{1-6} alkyl optionally substituted with 1 to 3 halogen atoms,

(2) C_{3-7} cycloalkyl,
(3) aryl,
(4) ara-C_{1-4}alkyl,

wherein aryl and aralkyl are optionally substituted with 1 to 4 groups independently selected from halogen, C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C_{1-4} alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; and wherein aryl is selected from phenyl, naphthyl, pyridyl, isoquinolinyl, and thienyl;

R^{3a} and R^{3b} are independently selected from

(1) H,
(2) halogen,
(3) C_{1-6} alkyl,
(4) hydroxy,
(5) cyano,
(6) nitro,
(7) C_{1-6} alkoxy, and
(8) trifluoromethyl;

R^4 is selected from

(1) H,
(2) C_{1-4} alkyl, optionally substituted with 1-5 halogen atoms,
(3) C_{3-7} cycloalkyl,
(4) $(CH_2)_pCO_2R^d$, and
(5) $(CH_2)_pCONR^bR^c$;

R^b and R^c are independently selected from

(1) H, and
(2) C_{1-6} alkyl, or

R^b and R^c together complete a 4- to 7-membered ring optionally containing a ring O or N-R^d group;

R^d is H or C_{1-4} alkyl,

m is 0, 1 or 2;

n is 0 to 10; and

p is 1 or 2.

2. A compound of Claim 1 wherein Y is SO_2.

3. A compound of Claim 1 wherein R^2 is phenyl optionally substituted with 1 to 3 groups independently selected from halogen, C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C_{1-4} alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c.

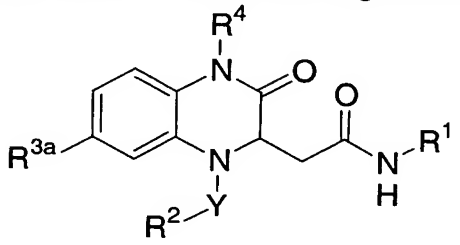
4. A compound of Claim 1 wherein R^2 is naphthyl.

5. A compound of Claim 1 wherein X is –C(O)NH-.

6. A compound of Claim 1 wherein R^1 is $(CH_2)_n$-phenyl substituted with a group selected from 1-imidazolyl, 2-imidazolyl and 4,5-dihydro-2-imidazolyl, wherein the imidazolyl and dihydroimidazolyl rings are each optionally substituted with 1 or 2 C_{1-4}alkyl groups.

7. A compound of Claim 1 wherein R^1 is $(CH_2)_n$-phenyl substituted with 4,5-dihydro-2-imidazolyl.

8. A compound of Claim 1 having the formula Ia:



Ia

wherein Y is $–SO_2$-, -CO- or CH_2; R^2 is naphthyl or phenyl optionally substituted with 1 to 3 groups independently selected from halogen, C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C_{1-4} alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; R^{3a} is hydrogen or a halogen; R^4 is hydrogen or C_{1-4}alkyl; and R^1 is -$(CH_2)_{n'}$-(4-substituted phenyl) wherein n' is 0 to 5 and the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C_{1-4}alkyl group, 2-imidazolyl, 1-imidazolyl, and 1,2,4-triazol-4-yl.

9. A compound of Claim 8 wherein Y is SO_2 or C(O), and R^2 is 3,4-dichlorophenyl, 2-naphthyl or 2,4,6-trimethylphenyl.

10. A compound of Claim 8 wherein R^1 is -$(CH_2)_{0-2}$-(4-substituted phenyl) wherein the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C_{1-4}alkyl group, 2-imidazolyl, 1-imidazolyl and 1,2,4-triazol-4-yl.

11. A compound of Claim 1 wherein R^1 is -$(CH_2)_{0-2}$-(4-substituted phenyl) wherein the substituent is 4,5-dihydro-2-imidazolyl optionally substituted with a C_{1-4}alkyl group.

12. A compound of Claim 1 wherein the stereoconfiguration at position 3 of the 2-quinoxalinone ring is *R*.

13. A compound of Claim 1 wherein X is selected from C(O)O, CH_2, CH_2SO_2, NHC(O) and CH_2NHC(O); Y is –SO_2-, -CO- or CH_2; R^2 is naphthyl or phenyl optionally substituted 1 to 3 groups independently selected from halogen, C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, hydroxy, C_{1-4} alkoxy optionally substituted with 1 to 5 halogen atoms, nitro, cyano and NR^bR^c; R^{3a} is hydrogen or a halogen; R^4 is hydrogen or C_{1-4}alkyl; and R^1 is -$(CH_2)_{n'}$-(4-substituted phenyl) wherein n' is 0 to 5 and the substituent is selected from 4,5-dihydro-2-imidazolyl optionally substituted with a C_{1-4}alkyl group, 2-imidazolyl, 1-imidazolyl and 1,2,4-triazol-4-yl.

14. A pharmaceutical composition comprising a therapeutically effective amount of a compuond of Claim 1 and pharmaceutically acceptable excipients.

15. A method of treatment or prevention of pain and inflammation comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

16. A method of treatment of osteoarthritis, repetitive motion pain, dental pain, cancer pain, myofascial pain, muscular injury pain, fibromyalgia pain, perioperative pain comprising a step of administering, to a subject in need of such treatment, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

17. A method of treatment or prevention of inflammatory pain caused by chronic obstructive pulmonary disease, asthma, inflammatory bowel disease, rhinitis, pancreatitis, cystitis (interstitial cystitis), uveitis, inflammatory skin disorders, rheumatoid arthritis, edema resulting from trauma associated with burns, sprains or fracture, postsurgical intervention, osteoarthritis, rheumatic disease, teno-synovitis, or gout comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

18. A method of treatment or prevention of pain associated with angina, menstruation or cancer comprising a step of administering, to a subject in need of such treatment or prevention, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

19. A method of treatment of diabetic vasculopathy, post capillary resistance, diabetic symptoms associated with insulitis, psoriasis, eczema, spasms of the gastrointestinal tract or uterus, Crohn's disease, ulcerative colitis, or pancreatitis comprising a step of administering, to a subject in need of such treatment, an effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.

20. A method of treatment or prevention of pain caused by pneumoconiosis, including aluminosis, anthracosis, asbestosis, chalicosis, ptilosis, siderosis, silicosis, tabacosis, byssinosis, adult respiratory distress syndrome, bronchitis, allergic rhinitis, vasomotor rhinitis, liver disease, multiple sclerosis, atherosclerosis, Alzheimer's disease, septic shock, cerebral edema, headache, migraine, closed head trauma, irritable bowel syndrome, or nephritis comprising a step of administering, to a subject in need of such treatment or prevention of pain, an

effective amount of a compound according to Claim 1 or a pharmaceutically acceptable salt thereof.